

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ProAir Holdco, LLC, *et al.*,¹

Debtor.

Chapter 7

Case No. 22-11194 -LSS

(Jointly Administered)

Re: Docket Nos. 28 and 35

CERTIFICATION OF COUNSEL

I, Mark E. Felger, counsel for Jeoffrey L. Burtch, in his capacity as the chapter 7 trustee (the “Trustee”) in the above-captioned cases, certify as follows:

1. On January 5, 2023, the Trustee filed his *Chapter 7 Trustee’s Motion for Entry of Order: (A) Approving Asset Purchase Agreement; (B) Authorizing Sale of Estate Assets Free and Clear of Liens, Claims, and Encumbrances Pursuant to 11 U.S.C. § 363(b) and (f); and (C) Granting Related Relief* (the “Motion”).² [Docket No. 28]

2. On January 26, 2023, Wise County, Texas and Northwest Independent School District (together, the “Texas Tax Authorities”) filed their *Limited Objection to Chapter 7 Trustee’s Motion for Entry of an Order: (A) Authorizing Asset Purchase Agreement; (B) Authorizing Sale of Estate Assets Free and Clear of Liens, Claims, and Encumbrances Pursuant to 11 U.S.C. § 363(b) and (f); and (C) Granting Related Relief*. [Docket No. 35]

3. In addition to the Texas Tax Authorities’ objection, secured creditors Berkshire Bank and Crystal Financial SBIC LP (together, the “Secured Lenders”) have requested that the

¹ The Debtors in these cases are the following entities (the respective case numbers for each estate follows in parentheses): ProAir Holdco, LLC (22-11194-LSS), ProAir Intermediate Holdco, LLC (22-11195-LSS), ProAir LLC (22-11196-LSS), American Cooling Technology, LLC (22-11197-LSS), Bus Air, LLC (22-11198-LSS), Evans Tempcon Delaware, LLC (22-11199-LSS).

² Capitalized terms not otherwise defined herein shall have the meanings assigned in the Motion.

order granting the Motion be revised to include provisions granting them access to the Purchased Assets for the purpose of duplicating various books and records.

4. Following discussions with the Texas Taxing Authorities, Secured Lenders, and Buyers, the parties have agreed to the entry of the form of order attached to this Certification as Exhibit A (the “Proposed Order”),³ and that the Proposed Order resolves any objections to the Motion.

5. Except as referenced herein, counsel for the Trustee is not aware of any objections to the Motion, whether formal or informal.

6. Counsel for the Trustee respectfully requests that the Court enter the Proposed Order at its earliest convenience.

Dated: January 30, 2023

COZEN O’CONNOR

/s/ Mark E. Felger

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³ A redlined version of the Proposed Order, highlighting differences between the Proposed Order and the original proposed order attached to the Motion, exclusive of exhibit, is attached hereto as Exhibit B.